



WENDEL

PRESS RELEASE – JUNE 17, 2022

2022 Combined Shareholders' Meeting All resolutions are adopted

All the 30 resolutions submitted to Wendel shareholders' vote at the Shareholders' Meeting held on June 16, 2022 were approved.

The Shareholders' Meeting notably approved the payment of an ordinary dividend amounting to €3.0 per share, the renewal of Franca Bertagnin Benetton as member of the Supervisory Board, and the appointment of William D. Torchiana as member of the Supervisory Board.

Following the Shareholders' Meeting, Gervais Pellissier became Chairman of the Audit, Risks and Compliance Committee after Guylaine Saucier, and joined the Governance and Sustainability Committee as member. William Torchiana joined both of the Supervisory Board's Committees as member.

The ex-dividend date is June 20, 2022, the payment date is June 22, 2022.

Number of shares comprising the share capital: 44,370,620.

Number of shares having the voting right: 43,369,373.

Participation and quorum

	Ordinary Meeting				Extraordinary Meeting			
	Shareholders	Shares	%	Voting rights	Shareholders	Shares	%	Voting rights
Presents	86	17 749 964	40.93%	35 491 026	85	17 644 208	40.68%	35 279 514
Represented	6	79 767	0.18%	143 213	6	79 767	0.18%	143 213
Proxies to Chairman	735	2 142 713	4.94%	3 990 079	732	2 114 320	4.88%	3 933 293
Remote votes	1 368	11 461 440	26.43%	11 912 982	1 371	11 462 204	26.43%	11 914 510
Total	2 195	31 433 884	72.48%	51 537 300	2 194	31 300 499	72.17%	51 270 530

Result of the votes

N°	Resolutions pertaining to the Ordinary Meeting	Result	% For	Votes For	% Against	Votes Against	Valid votes cast
1	Approval of the parent company financial statements for the year ended December 31, 2021	Adopted	99.65%	51 066 041	0.35%	180 218	51 246 259
2	Approval of the consolidated financial statements for the year ended December 31, 2021	Adopted	99.65%	51 065 968	0.35%	180 413	51 246 381
3	Net income allocation, dividend approval and dividend payment	Adopted	>99.99%	51 467 706	0.00%	794	51 468 500
4	Approval of regulated related-party agreements entered into with certain corporate officers of the Company	Adopted	86.20%	43 145 344	13.80%	6 908 128	50 053 472
5	Approval of a regulated related-party agreement with Wendel-Participations SE	Adopted	97.69%	15 898 736	2.31%	376 231	16 274 967
6	Renewal of the term of office of Ms. Franca Bertagnin Benetton as member of the Supervisory Board	Adopted	98.96%	50 943 578	1.04%	534 414	51 477 992
7	Appointment of Mr. William D. Torchiana as member of the Supervisory Board	Adopted	99.14%	51 034 933	0.86%	440 657	51 475 590
8	Approval of the compensation policy for the Chairman of the Executive Board	Adopted	97.06%	49 849 212	2.94%	1 509 456	51 358 668
9	Approval of the compensation policy for the member of the Executive Board	Adopted	97.83%	50 210 067	2.17%	1 116 331	51 326 398
10	Approval of the compensation policy for the members of the Supervisory Board	Adopted	99.53%	51 180 896	0.47%	243 768	51 424 664
11	Approval of the information relating to the compensation previously paid or awarded to the members of the Executive Board and to the members of the Supervisory Board, in accordance with Article L. 22-10-9 I of the French Commercial Code	Adopted	98.69%	50 768 028	1.31%	675 283	51 443 311
12	Approval of the compensation items paid during or awarded for the year ended December 31, 2021 to Mr. André François-Poncet as Chairman of the Executive Board	Adopted	96.29%	49 440 492	3.71%	1 907 124	51 347 616
13	Approval of the compensation items paid during or awarded for the year ended December 31, 2021 to Mr. David Darmon as a member of the Executive Board	Adopted	96.91%	49 757 424	3.09%	1 586 082	51 343 506
14	Approval of the compensation items paid during or awarded for the year ended December 31, 2021 to Mr. Nicolas ver Hulst as Chairman of the Supervisory Board	Adopted	98.78%	50 817 552	1.22%	627 063	51 444 615
15	Authorization given to the Executive Board to purchase Company shares	Adopted	98.78%	50 874 212	1.22%	628 249	51 502 461
30	Powers for legal formalities	Adopted	99.39%	51 185 551	0.61%	313 216	51 498 767

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N°	Resolutions pertaining to the Extraordinary Meeting	Result	% For	Votes For	% Against	Votes Against	Valid votes cast
16	Authorization given to the Executive Board to reduce the share capital by the cancellation of shares	Adopted	99.69%	51 059 594	0.31%	159 867	51 219 461
17	Delegation of authority granted to the Executive Board to increase the share capital, with preferential subscription rights maintained, through the issue of shares or securities giving access to the capital	Adopted	99.07%	50 774 878	0.93%	478 132	51 253 010
18	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of a public offering	Adopted	98.17%	50 316 272	1.83%	935 656	51 251 928
19	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code	Adopted	97.27%	49 851 957	2.73%	1 397 668	51 249 625
20	Authorization granted to the Executive Board to set, in accordance with the terms and conditions determined by the Shareholders' Meeting, the issue price of the shares or securities giving access to capital, with cancellation of preferential subscription rights, up to an annual limit of 10% of the share capital	Adopted	98.09%	50 189 875	1.91%	976 583	51 166 458
21	Delegation of authority granted to the Executive Board to increase the number of shares to be issued in the event of over-subscription, with or without preferential subscription rights	Adopted	97.68%	49 974 709	2.32%	1 186 774	51 161 483
22	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, as remuneration for contributions in kind	Adopted	98.84%	50 654 402	1.16%	596 494	51 250 896
23	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, in the context of a public exchange offer (OPE)	Adopted	98.70%	50 581 538	1.30%	664 052	51 245 590
24	Delegation of power granted to the Executive Board to increase the share capital by incorporation of reserves, profits, premiums or other items	Adopted	99.21%	50 846 100	0.79%	406 454	51 252 554
25	Overall ceiling for capital increases	Adopted	98.00%	50 221 603	2.00%	1 025 303	51 246 906
26	Delegation of authority granted to the Executive Board to increase the share capital through the issue of shares or securities giving access to the share capital reserved for members of the Group Savings Plan, with cancellation of preferential subscription rights in their favor	Adopted	98.92%	50 656 237	1.08%	555 624	51 211 861
27	Authorization given to the Executive Board to grant stock subscription or purchase options to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares issued on exercise of the options	Adopted	96.85%	49 631 926	3.15%	1 613 546	51 245 472

N°	Resolutions pertaining to the Extraordinary Meeting	Result	% For	Votes For	% Against	Votes Against	Valid votes cast
28	Authorization given to the Executive Board to grant bonus shares to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued	Adopted	97.30%	49 768 023	2.70%	1 378 830	51 146 853
29	Amendment of Article 14 of the by-laws relating to the deliberations of the Supervisory Board	Adopted	98.66%	50 439 824	1.34%	683 685	51 123 509

Agenda

07.29.2022

H1 2022 results – Publication of NAV as of June 30, 2022 (pre-market release)

08.03.2022

Publication of consolidated first-half financials (pre-market release)

10.28.2022

Q3 2022 trading update – Publication of NAV as of September 30, 2022 (pre-market release)

12.01.2022

Investor Day 2022

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe and North America in companies which are leaders in their field, such as Bureau Veritas, ACAMS, Constantia Flexibles, Crisis Prevention Institute, IHS Towers, Stahl and Tarkett. Wendel often plays an active role as a controlling or significant shareholder in its portfolio companies. Wendel seeks to implement long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB, stable outlook – Short-term: A-2 since January 25, 2019

Moody's ratings: Long-term: Baa2, stable outlook – Short-term: P-2 since September 5, 2018

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.

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